

BJ (Official Form 1)(1/08)

United States Bankruptcy Court Western District of Oklahoma		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>Millennium Multiple Employer Welfare Benefit Plan</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (Include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (Include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>48-6391561</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>3205 Walker Drive Richardson, TX</b> <div style="text-align: right;">ZIP Code <b>75082</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Collin</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): <b>Republic Bank &amp; Trust Company P.O. Box 5369 Norman, OK 73070</b>		
<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. <b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000 <b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion <b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Millennium Multiple Employer Welfare Benefit Plan</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

Millennium Multiple Employer Welfare Benefit Plan

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
 (If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. (If no attorney represents me and no bankruptcy petition preparer signs the petition) I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.


X \_\_\_\_\_  
 Signature of Debtor

X \_\_\_\_\_  
 Signature of Joint Debtor

\_\_\_\_\_  
 Telephone Number (if not represented by attorney)

\_\_\_\_\_  
 Date

**Signature of Attorney\***

X  \_\_\_\_\_  
 Signature of Attorney for Debtor(s)

Peter A. Franklin 07378000  
 Printed Name of Attorney for Debtor(s)

Franklin Sklerski Lovall Hayward, LLP  
 Firm Name

10501 N. Central Expressway, Suite 108  
Dallas, TX 75231

and G. Blaine Schwabe, III - OBA  
Address 8001, Mock Schwabe Waldo,  
Elder Reeves & Bryant, 14th Floor  
Two Leadership Sq., 211 N. Robinson  
972-755-7100 Fax: 972-755-7110 OK, OK 73102

Telephone Number (405) 235-1110  
(405) 235-0333

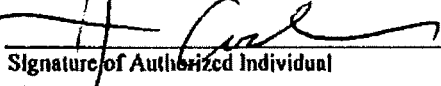
\_\_\_\_\_  
 Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  \_\_\_\_\_  
 Signature of Authorized Individual

Jonathan Cocks  
 Printed Name of Authorized Individual

General Manager  
 Title of Authorized Individual

06/09/2010  
 Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
 Signature of Foreign Representative

\_\_\_\_\_  
 Printed Name of Foreign Representative

\_\_\_\_\_  
 Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
 Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
 Address

X \_\_\_\_\_

\_\_\_\_\_  
 Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

### **CERTIFICATE OF RESOLUTIONS**

I, Jonathan Cocks, Chairman and non-voting Plan Committee member of Millennium Multiple Employer Welfare Benefit Plan (the "Plan"), hereby certify that the following is a true and correct copy of resolutions duly or adopted during a meeting of the Plan Committee on December 17, 2009, in accordance with the Plan's operating documents and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof.

WHEREAS, the Committee has reviewed and discussed the Plan's current circumstances regarding, among other things, the following:

1. Stresses on the Plan's financial liquidity caused by litigation related costs and the interpleader actions filed by certain insurance companies.
2. The uncertainties caused by the plaintiff's personal injury litigation, the interpleader actions filed by certain insurance companies as well as uncertainties regarding the Plan's qualification with Internal Revenue Code Section 419A(f)(6) and the related regulations.

In conjunction with its review, the Committee has been regularly briefed by the Plan's Chairman, Jonathan Cocks, as well as its attorneys, specifically, Dewey & LeBoeuf, Franklin Skierski Lovall Hayward, LLP, the Groom Law Group, Roberts Markel and Thompson & Knight.

WHEREAS, the Committee has evaluated and considered the information provided and the recommendations of the Jonathan Cocks and the Plan's financial and legal advisors;

NOW THEREFORE, BE IT RESOLVED that, in the judgment of the Committee, it is desirable and in the best interests of the Plan, its creditors, participants, and other interested parties as necessary to assure the continued operation of the Plan's affairs that the Plan commence a chapter 11 case (a "Chapter 11 Case") on or before June 30, 2010 by filing a voluntary petition seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"); and be it

RESOLVED FURTHER, that Jonathan Cocks be, and hereby is, following notice to the Plan Committee, authorized and empowered on behalf of, and in the name of, the Plan to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in an appropriate United States Bankruptcy Court (the "Bankruptcy Court"); and be it

RESOLVED FURTHER, that Jonathan Cocks be, and hereby is, authorized and empowered on behalf of, and in the name of, the Plan to execute and file all petitions, schedules, lists, and other papers and to take any and all action that Jonathan Cocks may deem necessary, proper or desirable in connection with the Chapter 11 Case; and be it

RESOLVED FURTHER, that Jonathan Cocks be, and hereby is, authorized and directed to continue the previously authorized employment of the law firm of Franklin Skierski Lovall Hayward LLP ("FSLH") as general bankruptcy counsel to the Plan to represent and assist the Plan in carrying out its duties under the Bankruptcy Code; and in connection therewith, Jonathan Cocks is hereby authorized and directed to continue the employment of FSLH under its previously approved retention agreement and to increase their "evergreen" retainer to \$500,000.00 as soon as possible and in no event later than the earlier of March 15, 2010 or before the filing of the Chapter 11 Case, and to cause to be filed with the Bankruptcy Court an appropriate application for authority to retain the services of such firm; and be it

RESOLVED FURTHER, that Jonathan Cocks be, and hereby is, following notice to the Plan Committee, authorized and directed to employ any other individuals and/or firms as professionals or consultants or financial advisors to the Plan as are deemed necessary to represent and assist the Plan in carrying out its duties under the Bankruptcy Code, and in connection therewith, Jonathan Cocks is, following notice to the Plan Committee, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and no later than immediately before the filing of the Chapter 11 Case, and to cause to be filed with the Bankruptcy Court an appropriate application for authority to retain the services of such firms; and be it

RESOLVED FURTHER, that Jonathan Cocks be, and hereby is, following notice to the Plan Committee, authorized and empowered to obtain post-petition financing according to terms negotiated, or to be negotiated, by management of the Plan, including under debtor in possession credit facilities or relating to the use of cash collateral, and to enter into any guarantees and to pledge or grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements, and in connection therewith, Jonathan Cocks is hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and be it

RESOLVED FURTHER, that Jonathan Cocks be, and hereby is, authorized and empowered for, in the name of, and on behalf of the Plan, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as he, in his discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions, including, but not limited to, filing a chapter 11 plan or plans of reorganization and taking any and all action necessary for the prosecution of the chapter 11 case; and be it

RESOLVED FURTHER, that any and all past actions heretofore taken by Jonathan Cocks in the name of and on behalf of the Plan in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved, and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the 17th day of December, 2009.

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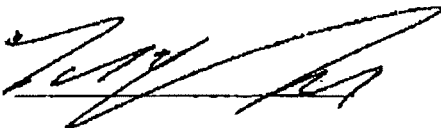
Larry Cress

Plan Committee Member

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David Esman

Plan Committee Member

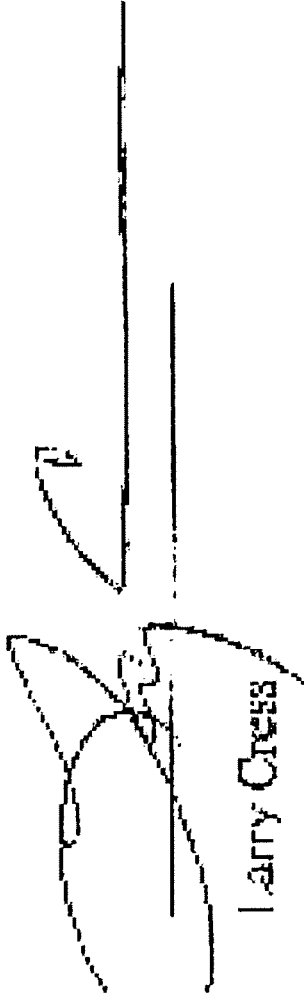
A handwritten signature in black ink, appearing to read 'Tim O'Rourke', written over a horizontal line.

Tim O'Rourke

Plan Committee Member



IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of  
17th day of December, 2009.

A handwritten signature in black ink, appearing to read "Larry Cress", written over a horizontal line.

Larry Cress

Plan Committee Member

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David Eskman

Plan Committee Member

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Tim O'Rourke

Plan Committee Member